

NEW APPLICATION



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ORIGINAL
REGULATORY BACK OFFICE, INC.

"RBO" - Regulatory & Communications Consultants

7925 NW 12th Street, Suite 300, Miami Florida 33126

Tel: (305) 477-7580 Fax# (305) 477-7504

telecomstate@regbackoffice.com

May 14, 2010

T-20742A-10-0209

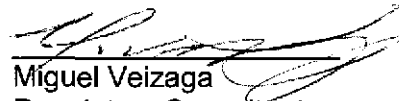
Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

Subject: Earth Telecom, Inc. – Application and Petition for Certificate of
Convenience and Necessity to Provide Intrastate Telecommunications
Service

Enclosed please find one original and thirteen copies of Earth Telecom, Inc.'s Application of Public Convenience and Necessity to Provide Intrastate Telecommunication services in Arizona. Please note that Applicant is requesting financials to be filed under seal and will supply said financials after motion is granted.

If you have any questions or comments about this filing, please feel free to call me at (305)-477-7580 or send an email to telecomstate@regbackoffice.com.

Sincerely,


Miguel Veizaga
Regulatory Consultant

Arizona Corporation Commission
DOCKETED

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ARIZONA CORPORATION COMMISSION

**Application and Petition for Certificate of Convenience and Necessity to Provide
Intrastate Telecommunications Services**

Mail original plus 13 copies of completed application to:

For Docket Control Only:
(Please Stamp Here)

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

Please indicate if you have current applications pending
in Arizona as an Interexchange reseller, AOS provider,
or as the provider of other telecommunication services.

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

A. COMPANY AND TELECOMMUNICATION SERVICE INFORMATION

(A-1) Please indicate the type of telecommunications services that you want to provide in Arizona and mark the appropriate box(s).

- ☒ Resold Long Distance Telecommunications Services (Answer Sections A, B).
- ☐ Resold Local Exchange Telecommunications Services (Answer Sections A, B, C).
- ☐ Facilities-Based Long Distance Telecommunications Services (Answer Sections A, B, D).
- ☐ Facilities-Based Local Exchange Telecommunications Services (Answer Sections A, B, C, D, E)
- ☐ Alternative Operator Services Telecommunications Services (Answer Sections A, B)
- ☐ Other _____ (Please attach complete description)

(A-2) The name, address, telephone number (including area code), facsimile number (including area code), e-mail address, and World Wide Web address (if one is available for consumer access) of the Applicant:

Earth Telecom, Inc.

Enrique Quimper- Client Officer

1348 Washington Ave. Suite 250

Miami Beach, FL 33139

Ph 305-531-5218

Email-www.earthtelecom.net

(A-3) The d/b/a ("Doing Business As") name if the Applicant is doing business under a name different from that listed in Item (A-2):

(A-4) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Management Contact:

Earth Telecom, Inc.

Enrique Quimper- Officer

1348 Washington Ave. Suite 250

Miami Beach, FL 33139

Ph 305-531-5218

Email-www.earthtelecom.net

(A-5) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Attorney and/or Consultant:

Edward A. Maldonado Regulatory Back Office Inc. 7925 NW 12th Street Sute 300 Miami, FI 33126 Tel 305-477-7580 Fax 305-477-7504 Email: telecomstate@regbackoffice.com

(A-6) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Complaint Contact Person:

Enrique Quimper- Client Officer

1348 Washington Ave. Suite 250

Miami Beach, FL 33139

Ph 305-531-5218

Email-www.earthtelecom.net

(A-7) What type of legal entity is the Applicant? Mark the appropriate box(s) and category.

☐ Sole proprietorship

☐ Partnership: _____ Limited, _____ General, _____ Arizona, _____ Foreign

☐ Limited Liability Company: _____ Arizona, _____ Foreign

X Corporation: _____ "S", X "C", _____ Non-profit

☐ Other, specify: _____

(A-8) Please include "Attachment A":

Attachment "A" must include the following information:

1. A copy of the Applicant's Certificate of Good Standing as a domestic or foreign corporation, LLC, or other entity in Arizona.
2. A list of the names of all owners, partners, limited liability company managers (or if a member managed LLC, all members), or corporation officers and directors (specify).
3. Indicate percentages of ownership of each person listed in A-8.2.

(A-9) Include your Tariff as "Attachment B".

Your Tariff must include the following information:

1. Proposed Rates and Charges for each service offered (reference by Tariff page number).
2. Tariff Maximum Rate and Prices to be charged (reference by Tariff page number).
3. Terms and Conditions Applicable to provision of Service (reference by Tariff page number).
4. Deposits, Advances, and/or Prepayments Applicable to provision of Service (reference by Tariff page number).
5. The proposed fee that will be charged for returned checks (reference by Tariff page number).

(A-10) Indicate the geographic market to be served:

☒ Statewide. (Applicant adopts statewide map of Arizona provided with this application).

☐

Other. Describe and provide a detailed map depicting the area.

(A-11) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any formal or informal complaint proceedings pending before any state or federal regulatory commission, administrative agency, or law enforcement agency. **No.**

Describe in detail any such involvement. Please make sure you provide the following information:

1. States in which the Applicant has been or is involved in proceedings.
2. Detailed explanations of the Substance of the Complaints.
3. Commission Orders that resolved any and all Complaints.
4. Actions taken by the Applicant to remedy and/or prevent the Complaints from re-occurring.

(A-12) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any civil or criminal investigation, or had judgments entered in any civil matter, judgments levied by any administrative or regulatory agency, or been convicted of any criminal acts within the last ten (10) years. **No.**

Describe in detail any such judgments or convictions. Please make sure you provide the following information:

1. States involved in the judgments and/or convictions.
2. Reasons for the investigation and/or judgment.
3. Copy of the Court order, if applicable.

(A-13) Indicate if the Applicant's customers will be able to access alternative toll service providers or resellers via 1+101XXXX access.

X Yes

No

(A-14) Is Applicant willing to post a Performance Bond? Please check appropriate box(s).

☐

For Long Distance Resellers, a \$10,000 bond will be recommended for those resellers who collect advances, prepayments or deposits.

X Yes

No

If "No", continue to question (A-15).

☐

For Local Exchange Resellers, a \$25,000 bond will be recommended.

☐ Yes

☐ No

If "No", continue to question (A-15).

☐

For Facilities-Based Providers of Long Distance, a \$100,000 bond will be recommended.

☐ Yes

☐ No

If "No", continue to question (A-15).

☐

For Facilities-Based Providers of Local Exchange, a \$100,000 bond will be recommended.

☐ Yes

☐ No

If any box in (A-14) is marked "No", continue to question (A-15).

Note: Amounts are cumulative if the Applicant is applying for more than one type of service.

(A-15) If any box in (A-14) is marked "No", provide the following information. Clarify and explain the Applicant's deposit policy (reference by tariff page number). Provide a detailed explanation of why the Applicant's superior financial position limits any risk to Arizona consumers.

(A-16) Submit copies of affidavits of publication that the Applicant has, as required, published legal notice of the Application in all counties where the Applicant is requesting authority to provide service.

Note: For Resellers, the Applicant must complete and submit an Affidavit of Publication Form as Attachment "C" before Staff prepares and issues its report. Refer to the Commission's website for Legal Notice Material (Newspaper Information, Sample Legal Notice and Affidavit of Publication). For Facilities-Based Service Providers, the Hearing Division will advise the Applicant of the date of the hearing and the publication of legal notice. Do not publish legal notice or file affidavits of publication until you are advised to do so by the Hearing Division.

(A-17) Indicate if the Applicant is a switchless reseller of the type of telecommunications services that the Applicant will or intends to resell in Arizona:

X Yes

No

If "Yes", provide the name of the company or companies whose telecommunications services the Applicant resells. **Network IP**

(A-18) List the States in which the Applicant has had an application approved or denied to offer telecommunications services similar to those that the Applicant will or intends to offer in Arizona: **None**

Note: If the Applicant is currently approved to provide telecommunications services that the Applicant intends to provide in Arizona in less than six states, excluding Arizona, list the Public Utility Commission ("PUC") of each state that granted the authorization. For each PUC listed provide the name of the contact person, their phone number, mailing address including zip code, and e-mail address.

(A-19) List the States in which the Applicant currently offers telecommunications services similar to those that the Applicant will or intends to offer in Arizona. **None**

Note: If the Applicant currently provides telecommunication services that the Applicant intends to provide in Arizona in six or more states, excluding Arizona, list the states. If the Applicant does not currently provide telecommunications services that the Applicant intends to provide in Arizona in five or less states, list the key personnel employed by the Applicant. Indicate each employee's name, title, position, description of their work experience, and years of service in the telecommunications services industry.

(A-20) List the names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801. **None.**

(A-21) Check here if you wish to adopt as your petition a statement that the service has already been classified as competitive by Commission Decision:

☒ Decision # 64178 Resold Long Distance

☐ Decision # 64178 Resold LEC

☐ Decision # 64178 Facilities Based Long Distance

☐ Decision # 64178 Facilities Based LEC

B. FINANCIAL INFORMATION

(B-1) Indicate if the Applicant has financial statements for the two (2) most recent years.

☒ Yes

☐

No

If "No," explain why and give the date on which the Applicant began operations.

(B-2) Include "Attachment D".

Provide the Applicant's financial information for the two (2) most recent years.

1. A copy of the Applicant's balance sheet.
2. A copy of the Applicant's income statement.
3. A copy of the Applicant's audit report.
4. A copy of the Applicant's retained earnings balance.
5. A copy of all related notes to the financial statements and information.

Note: Make sure "most recent years" includes current calendar year or current year reporting period.

(B-3) Indicate if the Applicant will rely on the financial resources of its Parent Company, if applicable.

Not Applicable.

(B-4) The Applicant must provide the following information.

1. Provide the projected total revenue expected to be generated by the provision of telecommunications services to Arizona customers for the first twelve months following certification, adjusted to reflect the maximum rates for which the Applicant requested approval. Adjusted revenues may be calculated as the number of units sold times the maximum charge per unit.
2. Provide the operating expenses expected to be incurred during the first twelve months of providing telecommunications services to Arizona customers following certification.
3. Provide the net book value (original cost less accumulated depreciation) of all Arizona jurisdictional assets expected to be used in the provision of telecommunications service to Arizona customers at the end of the first twelve months of operation. Assets are not limited to plant and equipment. Items

such as office equipment and office supplies should be included in this list.

4. If the projected value of all assets is zero, please specifically state this in your response.
5. If the projected fair value of the assets is different than the projected net book value, also provide the corresponding projected fair value amounts.

C. RESOLD AND/OR FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(C-1) Indicate if the Applicant has a resale agreement in operation,

☐ Yes

X No

If "Yes", please reference the resale agreement by Commission Docket Number or Commission Decision Number.

D. FACILITIES-BASED LONG DISTANCE AND/OR FACILITIES BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(D-1) Indicate if the Applicant is currently selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona. This item applies to an Applicant requesting a geographic expansion of their CC&N:

☐ Yes

X No

If "Yes," provide the following information:

1. The date or approximate date that the Applicant began selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona.
2. Identify the types of facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services that the Applicant sells in Arizona.

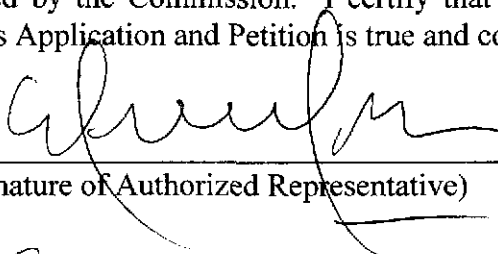
If "No," indicate the date when the Applicant will begin to sell facilities-based long distance telecommunications AND/OR facilities-based local exchange telecommunications services in Arizona.

E. FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(E-1) Indicate whether the Applicant will abide by the quality of service standards that were approved by the

Commission in Commission Decision Number 59421:	
<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(E-2) Indicate whether the Applicant will provide all customers with 911 and E911 service, where available, and will coordinate with incumbent local exchange carriers ("ILECs") and emergency service providers to provide this service: Not Applicable	
<input type="checkbox"/> Yes	<input type="checkbox"/> No
(E-3) Indicate that the Applicant's switch is "fully equal access capable" (i.e., would provide equal access to facilities-based long distance companies) pursuant to A.A.C. R14-2-1111 (A):	
<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

I certify that if the applicant is an Arizona corporation, a current copy of the Articles of Incorporation is on file with the Arizona Corporation Commission and the applicant holds a Certificate of Good Standing from the Commission. If the company is a foreign corporation or partnership, I certify that the company has authority to transact business in Arizona. I certify that all appropriate city, county, and/or State agency approvals have been obtained. Upon signing of this application, I attest that I have read the Commission's rules and regulations relating to the regulations of telecommunications services (A.A.C. Title 14, Chapter 2, Article 11) and that the company will abide by Arizona state law including the Arizona Corporation Commission Rules. I agree that the Commission's rules apply in the event there is a conflict between those rules and the company's tariff, unless otherwise ordered by the Commission. I certify that to the best of my knowledge the information provided in this Application and Petition is true and correct.



(Signature of Authorized Representative)

February 11th, 2010

(Date)

Enrique Quimper

(Print Name of Authorized Representative)

Officer

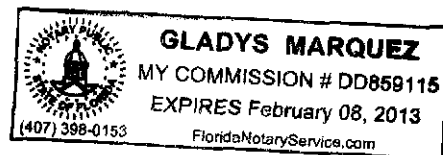
(Title)

SUBSCRIBED AND SWORN to before me this 11th day of February, 2010



NOTARY PUBLIC

My Commission Expires 2/8/2013



COMMISSIONERS
KRISTINK MAYES - Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP



ARIZONA CORPORATION COMMISSION

ERNEST G. JOHNSON
Executive Director

JEFF GRANT
Director
Corporations Division

April 22, 2010

RE: EARTH TELECOM, INC.
File Number: F15974373

We are pleased to notify you that the Application for Authority to transact business or conduct affairs in Arizona for the above-referenced entity **HAS BEEN APPROVED**.

You must publish a copy of the Application for Authority. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is enclosed and is also posted on the Commission website. Publication must be completed **WITHIN 60 DAYS** after April 22, 2010, which is the date the document was approved for filing by the Commission. The corporation may be subject to revocation of authority if it fails to publish. You will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 04/19/2011, and on the anniversary of that date each subsequent year. It is your responsibility to file the corporation's Annual Report by the deadline each year. You can visit our website at www.azcc.gov/divisions/corporations to electronically file your annual report. You can also complete the form online, print it out and mail it in, or you can call the Annual Reports section at 602-542-3285.

Corporations must notify the Commission immediately, in writing, if they change their corporate address, statutory agent, or statutory agent address. Address change orders must be signed by a duly authorized corporate officer. A forwarding order placed with the U.S. Postal Service is not sufficient to change your address with the Commission.

We strongly recommend you periodically monitor your corporation's record with the Commission, which can be viewed at www.azcc.gov/Divisions/Corporations. If you have questions or need further information please contact us at (602) 542-3026 in Phoenix, or Toll Free (Arizona Residents only) at 1-800-345-5819.

Sincerely,
AL Bendy
Examiner, Corporations Division

CF:07
REV. 01/2009



03090932

DO NOT PUBLISH
THIS SECTION

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trademark or trade name, attach a Trade Name Certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state 'not applicable'.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a physical street address/ location.

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA**
Pursuant to A.R.S. Title 10, Chapter 15 and 38

The name of the corporation is:
Earth Telecom, Inc.

A(n) Florida Corporation
(State, Province or Country)

☒ We are a foreign corporation applying for authority to transact business in the state of Arizona.

1. The exact name of the foreign corporation is:

Earth Telecom, Inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN)

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Florida

3. The foreign corporation was incorporated on the 20th day of December

2006 and the period of its duration is: perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

1348 Washington Avenue, #350

Miami Beach, Florida 33139

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

Corporate Creations Network Inc.

8655 East Via De Ventura #G200

Scottsdale, Arizona 85258

AZ CORPORATION COMMISSION
FILED

CF-0024
Rev: 03/2010

APR 19 2010

Page 3 of 5

Arizona Corporation Commission
Corporations Division

FILE NO.

F-15974373

DO NOT PUBLISH
THIS SECTION

5.b. Indicate to which address general correspondence can be mailed.

6. If the purpose of your corporation has any limitations please indicate. If not, state no limitations or leave blank.

8. The total number of shares authorized (not issued) cannot be blank or "Not Applicable." Number must match Articles of Incorporation in domicile state.

5a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

5b. Indicate the address to which general correspondence can be mailed. The address listed above in section 4 X or 5a _____.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

7. The names and business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: Enrique Quimper President/ Director [title]

Address: 1348 Washington Avenue, #350

City, State, Zip Miami Beach, Florida 33139

Name: _____ [title]

Address: _____

City, State, Zip _____

Name: _____ [title]

Address: _____

City, State, Zip _____

8. The foreign corporation is authorized to issue 100 shares, itemized as follows: (Attach additional sheets if necessary.)

100 shares of Common [class or series] stock at
X no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

**DO NOT PUBLISH
THIS SECTION**

9. The total number of shares issued cannot be blank or "Not Applicable." If no shares have been issued, put the word "none" or "zero" or the number 0. Include only shares actually issued in this section.

The Application must be accompanied by the following: (A) Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

(B) A certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, § 8) and a certificate of existence or, document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

9. The foreign corporation has issued 100 shares, itemized as follows:

100 shares of Common [class or series] stock at
X no par value or par value of \$_____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$_____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$_____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Telecommunications related services

Dated this 15th day of April, 2010.

Executed by

Diana Urrego
Duly Authorized Officer or Director

Diana Urrego, Attorney-In-Fact

[print name]

[title]

PHONE _____

[optional]

FAX _____

[optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 15th day of April, 2010.

Valerie Hawk-Donohue
Signature

Valerie Hawk-Donohue, Special Secretary
[Print Name]

Corporate Creations Network Inc.
[If signing on behalf of a company serving as statutory agent,
print company name here]

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

Earth Telecom, Inc.

EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

- C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I/(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above.
THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY

BY

PRINT NAME Diana Urrego

PRINT NAME _____

TITLE Attorney-In-Fact

DATE 04/15/2010

TITLE _____

DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE, if within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.

Attachment A
Certificate of Good Standing,
Owners & Ownership Percentage

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****EARTH TELECOM, INC.*****

a foreign corporation organized under the laws of Florida did obtain authority to transact business in the State of Arizona on the 19th day of April 2010.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation has not had its authority revoked for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed an Application for Withdrawal as of the date of this certificate.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 23rd Day of April, 2010, A. D.



E. G. Johnson

Executive Director

By: _____ 461321

1. A list of the names of all owners, partners, limited liability company managers (or if a member managed LLC, all members), or corporation officers and directors (specify).

Enrique Quimper- Officer
1348 Washington Ave. Suite 250
Miami Beach, FL 33139
Ph 305-531-5218
Email-www.earthtelecom.net

2. Indicate percentages of ownership of each person listed in A-8.2.

Enrique Quimper – 100%

Attachment B
Proposed Tariff

INTEREXCHANGE TARIFF

EARTH TELECOM, INC.
ARIZONA
RATES, TERMS, AND CONDITIONS FOR SERVICE
FOR
INTEREXCHANGE AND INTRASTATE
LONG DISTANCE SERVICES

ISSUED: May19, 2010

EFFECTIVE: June 18, 2010

By:

Enrique Quimper - Officer
1348 Washington Ave. Suite 250
Miami Beach, FL 33139
Direct Dialed: (305) 531-5218

INTEREXCHANGE TARIFF

TITLE SHEET

ARIZONA INTRASATE TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by Earth Telecom, Inc. ("Earth Telecom") with principal offices at 1348 Washington Ave. Suite 250, Miami Beach, FL 33139.

This tariff applies for services furnished within the State of ARIZONA. This tariff is on file with the Arizona Corporation Commission ("AZ CC"), and may be inspected during normal business hours at the Company's principal place of business.

ISSUED: May19, 2010

EFFECTIVE: June 18, 2010

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INTEREXCHANGE TARIFF

CHECK SHEET

The sheets listed below, which are inclusive of this tariff, are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date of the bottom of this page.

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
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25	Original
26	Original
27	Original
28	Original
29	Original
30	Original
31	Original
32	Original

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CONCURRING CARRIERS

None

CONNECTING CARRIERS

None

OTHER PARTICIPATING CARRIERS

None

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INTEREXCHANGE TARIFF

TABLE OF CONTENTS

Cover Sheet.....	1
Title Sheet.....	2
Check Sheet.....	3
Concurring Carriers.....	4
Table of Contents.....	5
Subsection Table of Contents.....	6
Symbols Sheet	8
Tariff Format Sheets.....	9
Section 1 - Technical Terms and Abbreviations	10
Section 2 - Rules and Regulations.....	13
Section 3 - Service Description.....	19
Section 4 - Rates.....	26

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INTEREXCHANGE TARIFF

INDEX**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS**

1.1	Definitions.....	10
1.2	Abbreviations.....	12

SECTION 2 - RULES AND REGULATIONS

2.1	Undertaking of the Company.....	13
2.2	Use of Facilities.....	13
2.3	Limitations	14
2.4	Use and Ownership of Equipment.....	14
2.5	Period of Service.....	14
2.6	Payment for Services.....	15
2.7	Deposits	15
2.8	Advance Payments	15
2.9	Taxes.....	15
2.10	Inspection, Testing and Adjustment.....	16
2.11	Interruption of Service.....	16
2.12	Suspension or Termination of Service.....	17

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INTEREXCHANGE TARIFF

INDEX (continued)**SECTION 3 – SERVICE DESCRIPTION**

3.1	Timing of Calls.....	19
3.2	Start of Billing.....	19
3.3	Interconnection.....	19
3.4	Terminal Equipment.....	19
3.5	Calculation of Distance.....	20
3.6	Minimum Call Completion Rate.....	20
3.7	Network Management.....	20
3.8	Usage Charges and Billing Increments.....	21
3.9	Service Offerings.....	22

SECTION 4 - RATES

4.1	Switched 1+ Message Toll Service Rates	26
4.2	800 / 888 (Inbound) Long Distance Service Rates	27
4.3	Dedicated Outbound WATS Service Rates.....	28
4.4	Dedicated Inbound 800 / 888 Service Rates.....	28
4.5	Prepaid Calling Card Rates.....	29
4.6	Miscellaneous Charges.....	30
4.7	Special Rates for the Hearing Disabled.....	32

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INTEREXCHANGE TARIFF

SYMBOLS SHEET

The following are the only symbols used for the purposes indicated below:

- D - Delete or Discontinue
- I - Change Resulting In An Increase to a Customer's Bill
- M - Moved From Another Tariff Location
- N - New
- R - Change Resulting In A Reduction To A Customer's Bill
- T - Change in Text Or Regulation But No Change In A Rate Or Charge

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INTEREXCHANGE TARIFF

TARIFF FORMAT SHEETS

- A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the AZ CC. For example, the 4th revised Sheet 14. Because of various suspension periods, deferrals, Etc., the AZ CC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.
- C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a) l.
 - 2.1.1.A.1 (a) l. (i).
 - 2.1.1.A.1 (a) l. (i). (1).
- D. Check Sheets - When a tariff filing is made with the AZ CC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the AZ CC.

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INTEREXCHANGE TARIFF

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS**1.1 Definitions**

Access Line - An arrangement from a local exchange telephone company or other licensed common carrier, using either dedicated or switched access, which connects a Customer's location to the Company's location or switching center.

Authorization Code - A numerical code, one or more of which are available to a Customer's End User to enable him/her to access the Company, and which are used by the Company to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Casual Calling - Access to Company's network and the subsequent use of Service by an End User Customer through the dialing of a carrier access code in the format 101XXX, where the four (4) digits represented by the "X" are the unique Carrier Identification Code (CIC) assigned to Company.

Commission - The Arizona Corporation Commission (see AZ CC).

Company or Earth Telecom, Inc. - Used throughout this tariff to mean Earth Telecom, Inc., a company licensed to do business in ARIZONA.

Connecting Carrier - A telecommunications company, which may be either an interexchange or a local exchange carrier that supplies the Company with facilities to originate or terminate the Company's long distance services.

Customer - The person, firm, corporation or other entity, which orders service and is responsible for payment of charges due and compliance with the Company's tariff regulations.

Day - From 8:00 AM up to, but not including, 5:00 PM local time, Monday through Friday.

End User - The ultimate user of a telecommunications service which either; (1) orders the service through a certified Reseller Company or (2) uses the Company's Service directly as a Enduser Customer (3) Or, access the Company's Service dialing the Company's designated access code or other access number.

Evening - From 5:00 PM up to, but not including, 11:00 PM local time, Monday through Friday.

Holidays - The Company's recognized holidays are New Year's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, and Christmas Day.

AZ CC - Arizona Corporation Commission (also see Commission)

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INTEREXCHANGE TARIFF

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (continued)**1.1 Definitions (continued)**

Individual Case Basis (ICB) – Determines involving situations where nonstandard arrangements are required to satisfy specialized needs. The nature of such Service requirements makes it difficult or impossible to establish general Tariff provisions for such circumstances. When it becomes possible to determine specific terms and conditions for such offerings, they shall be offered pursuant to such terms and conditions when set forth in writing and subscribed to by authorized representatives of Customer and Company.

Interconnection – The linkage used to join two or more communications units, such as systems, networks, links, nodes, equipment, circuits, and devices in two or more exchanges.

Local Access – The portion of the Service between a customer premise and a Company designated POP.

Night/Weekend - From 11:00 PM, up to, but not including, 8:00 AM Monday through Friday, and 8:00 AM Saturday, up to, but not including, 8:00 AM Monday.

Off-hook – the condition that exists when an operational telephone instrument or other user instrument is in use.

On-hook – the condition that exist when an operational telephone, or other instrument, is not in use.

Reseller – A customer, which purchase Service from the Company through a Service Agreement and resells service to its End Users or other licensed Carriers. End Users of a Reseller are not Customers of the Company. A Reseller must be authorized to operate in ARIZONA before it can resell Services to its End Users.

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of ARIZONA.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

VoIP (Voice over IP) - A term used in IP telephony for a set of facilities for managing the delivery of voice information using the Internet Protocol (IP).

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INTEREXCHANGE TARIFF

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (continued)

1.2 Abbreviations

CCLC – Carrier Common Line Charge

CCS - hundred call-seconds

COCOT – Coin Operated Customer Owned Telephone

CPE – Customer Provided Equipment

DEMARC - Point of Demarcation

ICB – Individual Case Basis

AZ CC – Arizona Corporation Commission

LATA – Local Access Transport Area

LEC – Local Exchange Company

MTS – Message Toll Service

PBX – private Branch Exchange

POP – Point of Presence

RESBORG – Responsible Organization

SAL – Special Access Line

TDD – Telecommunications Device for the Deaf

VoIP – Voice over Internet Protocol

V & H – Vertical and Horizontal

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INTEREXCHANGE TARIFF

SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of the Company.**

The Company's services and/or facilities are furnished for communications originating at specified points within the State of ARIZONA under terms of this tariff.

The Company installs, operates and maintains the communications services provided herein in accordance with the terms and conditions set forth under this tariff. It may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Company's network. The Customer shall be responsible for all charges due for such service arrangements.

The Company's primary business is the furnishing of Intrastate, Interstate, and International long distance services to its Customers or to licensed telecommunications reseller companies, licensed common carriers, local exchange companies. Also, End Users may access the company's services by utilizing casual calling. The Company is not a COCOT and has no plans at this time to actually provide coin telephones nor to offer such services other than the sale of its (the Company's) long distance services to the licensed providers companies within the State of ARIZONA.

The Company's services and facilities are provided on a monthly basis unless ordered on a longer-term basis, and are available twenty-four hours per day, seven days per week.

2.2 Use of Facilities and Service

2.2.1 Service may be used for any lawful purpose by the Customer or any End User.

2.2.2 The Customer obtains no property right or interest in the use of any specific type of facility, service, equipment, number process, or code. All right, title and interest to such items remains, solely and at all times, with the Company.

2.2.3 Any service provided under this Tariff may be resold to or shared (jointly used) with other persons at the Customer's option. The Customer remains solely responsible for all use of service ordered, by it, or billed to its account(s) pursuant to this Tariff, for determining who is authorized to use the service, and for promptly notifying the Company of any unauthorized use. The Customer may advise its customers that a portion of its service is provided by the Company, but the Customer shall not represent that the Company jointly participates with the Customer in the provision of service.

2.2.3.1 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.2.3.2 Customers reselling or rebilling services must have a Certificate to provide telecommunications service with the Arizona Corporation Commission.

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INTEREXCHANGE TARIFF

SECTION 2 - RULES AND REGULATIONS (continued)**2.3 Limitations.**

- 2.3.1 The Included tariff language does not constitute a determination by the Commission (AZ CC) that a limitation of liability imposed by the Company should be upheld in a court of law. Acceptance for filing by the Commission recognizes that it is a court's responsibility to adjudicate negligence and consequential damage claims. It is also the court's responsibility to determine the validity of the exculpatory clause.
- 2.3.2 Service is offered subject to availability of the necessary facilities and/or equipment and subject to the provision of this Tariff. The Company may decline applications for service to or from a location where the necessary facilities or equipment are not available. The Company may discontinue furnishing service in accordance with the terms of this tariff.
- 2.3.3 The Company reserves the right to discontinue furnishing service, or limit the use of service, upon written notice, when necessitated by conditions beyond its control, or when the customer is using service in violation of the law or the provisions of this tariff.
- 2.3.4 The Company shall be indemnified and held harmless by the Customer against:
- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information or other content transmitted over the Company's facilities.
 - (B) All other claims arising out of any act or omission of the Customer in connection with any service or facility provided by the Company.
- 2.3.5 The Company reserves the right to refuse an application for service made by a present or former Customer who is indebted to the Company for service previously rendered pursuant to this Tariff until the indebtedness is satisfied.

2.4 Use and Ownership of Equipment

The Company's equipment, apparatus, channels, and lines shall be carefully used. Equipment furnished by the Company shall remain its property and shall be returned to the Company whenever requested, within a reasonable period following the request, in good condition (subject to reasonable wear and tear). The Customer is required to reimburse the Company for any loss of, or damage to, the facilities or equipment on the Customer's premise, or the Customer's Customer premise, including loss or damage caused by agents, employees, or independent contractors of the Customer through any negligence.

2.5 Minimum Period of Service

The minimum period for which services are provided and for which rates and charges are applicable is one month unless otherwise specified. When a service is disconnected prior to the expiration of the minimum period, charges are applicable, whether the service is used or not.

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INTEREXCHANGE TARIFF

SECTION 2 - RULES AND REGULATIONS (continued)**2.6 Payment for Service Rendered**

- 2.6.1 Service is provided and billed on a monthly basis. Bills are due and payable upon receipt. In the event that the Company incurs fees or expenses, including attorney's fees, collection, or attempting to collect, any charges owed to the Company, the Company may charge the Customer all such fees and expenses reasonably accruing at the rate of 1.5% per month or the highest rate allowed by law, whichever is lower. Collection fees on overdue charges shall begin to accrue when the account is assigned to an outside collection agency. Such collection fees are separate and distinct from attorney's fees and other costs incurred in collecting charges owed to the Company.
- 2.6.2 The Customer is responsible for payment of all charges for service furnished to the Customer, or the Customer's agents, End Users, or customers. All charges due by the Customer are payable to the Company or the Company's authorized billing agent. Any objection to billed charges must be reported promptly to the Company. All undisputed charges must be paid as per terms on the bill.
- 2.6.3 The Company reserves the right to assess a charge of \$20.00 US Dollars whenever a check or a draft presented for payment of service is not accepted by the institution upon which it is written. The foregoing shall not limit the Company's right to discontinue service for returned checks or drafts under section 2.12.
- 2.6.4 Application of Late Payment Charge
- 2.6.4.1 Late payment charges do not apply to final accounts.
- 2.6.4.2 Late payment charges do not apply to governmental agencies of the State of ARIZONA. These agencies are required to make payment in accordance with ARIZONA Law governing financial responsibility of the State, its agencies, commissions, departments, etc.

2.7 Deposits

The Company does not require a deposit from the Customer.

2.8 Advance Payments

The Company does not require advanced payments.

2.9 Taxes

All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

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INTEREXCHANGE TARIFF

SECTION 2 - RULES AND REGULATIONS (continued)**2.10 Inspection, Testing, and Adjustment**

- 2.10.1 The Company may upon reasonable request and /or notice make such test and inspections as may be necessary to determine whether the terms and conditions of this Tariff are being complied with in the installation, operation, and maintenance of the Customer's, the Customer's Customers or End Users, or the Company's facilities or equipment. The Company may interrupt service at any time, without penalty or liability, due to the departure from or reasonable suspicion of the departure from any of these terms and conditions.
- 2.10.2 The Customer shall be responsible for making arrangements or obtaining permission for safe and reasonable access for Company employees or agents of the Company to enter the premises of the Customer, the Customer's Customers or the Customer's End Users, at any reasonable hour for the purpose of inspecting, repairing, testing, or removing any part of the Company's equipment or facility(ies).
- 2.10.3 Upon reasonable notice, the facilities or equipment provided by the Company shall be made available to the Company for such test and adjustments as may be necessary to maintain the Company's scheduled maintenance program to ensure Company equipment and / or furnished facilities are kept-up in a condition satisfactory to the Company. No interruption allowance will be made for the time during which test and adjustments are made, unless such interruptions exceeds twenty-four hours in length and is requested by the Customer.

2.11 Interruption of Service

- 2.11.1 It shall be the customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, or equipment furnished by the customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.
- 2.11.2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.
- 2.11.3 The customer shall be credited for an interruption of more than twenty-four hours as Follows:

Credit Formula:

Credit = A/B x C

"A" - outage time in hours

"B" - 720 hours in month

"C" - total monthly charge for affected facility

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INTEREXCHANGE TARIFF

SECTION 2 - RULES AND REGULATIONS (continued)**2.12 Suspension or Termination of Service**

2.12.1 After providing written notice to the Customer, with ten working days to respond to said notice (excluding weekends and holidays), the Company may suspend or terminate service and/or cancel an application for service, and sever the connection(s) from the Customer's premises without incurring any liability for any of the following reasons:

2.12.1.A Non-payment of any sum, which is not in written dispute, due to the Company for any bill rendered more than thirty days beyond the date of rendition of the bill for such service.

2.12.1.B A violation of any regulation governing the service under this tariff.

2.12.1.C A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.

2.12.1.D In the event of unauthorized use, where the Customer fails to take reasonable steps to prevent the unauthorized use of the facilities or service received from the Company.

2.12.1.E The Company has given the customer notice and has allowed a reasonable time to comply with any rule, remedy, or deficiency.

2.12.2 The Company shall have the right to take immediate action, including termination of the service and severing of the connection, without notice to the Customer when in the judgment of the Company there is a probability of injury or damage to Company or telephone personnel, plant, property, or service which is occurring, or is likely to occur.

2.12.3 Abandonment or Unauthorized Use of Facilities

2.12.3.A If it is determined that facilities have been abandoned, or are being used by unauthorized persons, or that the Customer has failed to take reasonable steps to prevent unauthorized use, the Company may terminate access service.

2.12.4 Emergency Termination Service

The Company will immediately terminate the service of any Customer, on request, when the Customer has reasonable belief that the service is being used by an unauthorized person or persons. The Company may require that the request be submitted in writing as a follow-up to a request made by telephone.

2.12.5 Government, Court, or Commission Order

The Company will immediately terminate the service of any Customer by order of any governmental agency either federal or state having the authority, at the order of a court, or upon being ordered by the AZ CC.

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INTEREXCHANGE TARIFF

SECTION 2 - RULES AND REGULATIONS (continued)

2.12 Suspension or Termination of Service (continued)

2.12.6 Cancellation Credit

When the Company cancels service or the provision of equipment and the final service period is less than the monthly billing a credit will be issued for any amounts billed in advance, prorated at 1/30th the monthly recurring charge for each day service was rendered or the equipment was provided. The credit will be issued to the Customer or applied against the balance remaining on the Customer's account.

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INTEREXCHANGE TARIFF

SECTION 3 – SERVICE DESCRIPTION**3.1 Timing of Calls**

The customer's monthly usage charges for Carrier service are based upon the total number of minutes the Customer uses and service options subscribed to. Chargeable time begins when the connection is established between the calling station and the called station or PBX. Chargeable time ends when either party disconnects.

There are no charges incurred if a call is not completed.

3.2 Start of Billing

For billing purposes, the start of service is the day following acceptance by the Customer of Company's service or equipment. The end of service date is the last day for which service was provided by the Company or the last day of any required notification period, whichever is later.

3.3 Interconnection

Service furnished by the Company may be interconnected with services or facilities of other authorized communications resellers or common carriers and with private systems, subject to the technical limitations established by the Company. Service furnished by the Company is not part of a joint undertaking as described in Section 2.2 of this tariff. Any special interface equipment of the Company and other participating underlying carriers or common carriers shall be provided at the Customer's expense.

Interconnection with the facilities or services of underlying carriers shall be under the applicable terms and conditions of the underlying carriers' tariff. The Customer is responsible for taking all necessary legal steps for interconnecting his End User by providing terminal equipment or communications systems for establishing interconnection with the Company. The Customer shall secure all right-of-ways, and other arrangements necessary for interconnection.

3.4 Terminal Equipment

The Company's service may be used with or terminated in CPE terminal equipment or communication system, such as PBX's, Key Systems, teleprinters, handsets, or data sets. Such terminal equipment will be furnished and maintained at the expense of the providing customer, except as otherwise agreed in advance and in writing. The Customer is responsible for all cost at their premises, including personnel, wiring, electrical power, and the like incurred in the use of the Company's service. When such CPE terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria of the telecommunication industry.

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INTEREXCHANGE TARIFF

SECTION 3 – SERVICE DESCRIPTION (continued)**3.5 Calculation of Distance**

Usage charges for any mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call(s).

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The company uses the rate centers and associated vertical and horizontal coordinates that are generally accepted within the industry:

Formula:
$$\sqrt{\frac{(V1-V2)^2 + (H1-H2)^2}{10}}$$

3.6 Minimum Call Completion Rate

The Customer can expect a call completion rate of 99% for Intrastate and Interstate domestic U.S. calls attempted during peak use periods for all Feature Group D "1+" services.

3.7 Network Management

The Company will administer its network to provide acceptable service levels to all telecommunications users of the Company's network services. Generally, service levels are considered acceptable only when both End Users and Customers are able to establish connections with little or no delay encountered within the Company's network. The Company maintains the right to apply protective controls, (i.e., those actions, such as call gapping, which selectively cancel the completion of any traffic carried over its network), including that associated with a Customer's service. Generally, such protective measures would only be taken as a result of occurrences such as a failure or overload of Company or customer facilities, natural disasters, mass calling or national security demands.

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INTEREXCHANGE TARIFF

SECTION 3 – SERVICE DESCRIPTION (continued)**3.8 Usage Charges and Billing Increments****3.8.1 Usage Charges**

Unless flat rated, usage-charges are determined by the time of day rate periods and minutes of use within each rate period. The rate period is determined by the time and day of call origination at the Customer's location.

3.8.2 Billing Increments

Usage is billed in an initial one (1) minute increment and in six (6) second increments thereafter. Partial usage will be rounded up to the next highest increment.

3.8.3 Rounding

All calls are rounded to the next highest billing interval. Total charge for a fraction of a cent will be rounded to the next highest whole cent.

3.8.4 Volume Based Plan Enrollment

3.8.4.A Placement into various plans is dependent upon prior actual monthly usage or estimated monthly usage.

3.8.4.A.1 Upon request, Customer may change from initial plan to a higher usage, lower rate plan.

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INTEREXCHANGE TARIFF

SECTION 3 – SERVICE DESCRIPTION (continued)**3. 9 Service Offerings****3. 9. 1 Switched 1+ Message Toll Services**

"1+" Feature Group D (FGD) service is offered to customers and casual callers. The service permits direct dialed outbound calling at a single per minute rate. Service is provided from dedicated or shared use access lines. Calls are billed in one-minute increments. Basic Plans and Value Plans offer different rates, based on monthly usage.

3. 9. 2 800 / 888 (Inbound) Long Distance Service

800 / 888 (Inbound) Long Distance Service is offered to residential and business customers. The service permits inbound 800/888 calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in One Minute increments, with One Minute call duration. A minimum monthly service charge requirement applies to Non-Dedicated Plans. Customers whose monthly usage is less than the minimum will be billed the minimum amount. Basic Plans and Value Plans offer different rates, based on monthly usage.

800/888 service is virtual banded inbound toll service. Access is gained by dialing a ten-digit telephone number, which terminates at the Customers location. 800/888 services originate via normal shared use facilities and are terminated via the Customer's or the Customer's Customers local exchange service access line.

The Company will accept a prospective 800/888 service customer's request for up to ten (10) 800/888 telephone numbers and will reserve such number(s) on a first come first serve basis. All requests for 800/888 number reservations must be made in writing, dated, and signed by a responsible representative of the Customer. The Company does not guarantee the availability of 800/888 numbers until assigned. The 800/888 service telephone number(s) requested by the customer, if found to be available, will be reserved for and furnished to the eligible customer.

If a Customer who has received an 800/888 number does not subscribe to 800/888 service within ninety (90) days, the Company reserves the right to make the assigned number available for use by another Customer.

3. 9. 2. A Dedicated Outbound WATS Service – Rate plans are based on monthly usage.

3. 9. 2. B Dedicated Inbound 800/888 Service - Rate plans are based on monthly usage.

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EFFECTIVE: June 18, 2010

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INTEREXCHANGE TARIFF

SECTION 3 – SERVICE DESCRIPTION (continued)

3. 9 Service Offerings (continued)

3. 9. 3 Prepaid Calling Card Service

The Company may at some time produce and arrange for distribution and sale of wholesale Prepaid Calling Cards. These Prepaid Calling Cards will be brand marked by "Earth Telecom, Inc.", and exclusively utilize the Company's long distance network for both domestic and international calling.

- A. End-Users may purchase the Company's Prepaid Calling Cards at a variety of retail outlets or through other distribution channels.
- B. Prepaid Calling Card Services will be available with card face values of five dollars (\$5.00), ten dollars (\$10.00), and twenty dollars (\$20.00) and any combination of one-dollar (\$1.00) U.S. increments.
- C. Prepaid Calling Card value is printed on the card in either dollars or minutes.
- D. The Prepaid Calling Card usage procedure consist of:
 - 1. The end-user will dial either a local number or a toll free number, as applicable to the end-users locality, whichever is printed on the card.
 - 2. Upon connection to the Company's switch, the end-user is prompted by an automated voice response system to enter the Authorization Code specific for the end-user's card.
 - 3. Following verification by the Company's switch, the end-user is prompted to enter the called-to-number and/or terminating number.
 - 4. Company answer supervision equipment verifies called-to-number has gone "off-hook" when the called-to-number is answered, and the Company's calling card billing platform begins metering the completed call for duration.
 - 5. Upon call completion, when the Company's answer supervision indicates to the billing platform the called-to-number has gone "on-hook" and/or "hangs up", the total consumed Telecom Units for the call is deducted from the remaining Telecom Unit balance on the end-user's Prepaid Calling Card.

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INTEREXCHANGE TARIFF

SECTION 3 – SERVICE DESCRIPTION (continued)**3. 9 Service Offerings (continued)****3. 9. 3 Prepaid Calling Card Service (continued)**

- E. All calls must be charged against a Prepaid Calling Card that has a sufficient telecom Unit balance.
1. An end-user's call will be interrupted by a mechanical automated voice announcement when the balance is about to be depleted.
 2. In order to continue the call, the end-user can either call the toll free number on the back of the Prepaid Calling Card for service and "recharge" the balance on the card using a nationally recognized credit card, or the end-user can throw the card away and purchase a new one.
 3. The Company will terminate calls in progress if the balance of the Prepaid Calling Card's is insufficient to continue the call and the end-user fails to enter the number of another valid, Company issued, Prepaid Calling Card.
- F. A Company issued Prepaid Calling Card will expire on the date indicated on the card, or if no date is specified, (12) twelve months from the date of first usage, or the date of last recharge, whichever is later. The Company will not refund unused balances.
- G. Prepaid Calling Card Credit Allowance:
1. A credit allowance is applicable for, but not limited to, calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call.
 2. To receive a credit allowance the end-user must notify the Company by using the designated toll-free number printed on the Prepaid Calling Card and report the trouble experienced (e.g., cut-off, noisy circuit, no response, etc.) and the approximate time that the call was placed.
 3. When a call charged to a Prepaid Calling Card is interrupted due to cut-off, one-way transmission, or poor transmission conditions; the end-user will receive a credit equivalent to the call duration.

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INTEREXCHANGE TARIFF

SECTION 3 – SERVICE DESCRIPTION (continued)

3.9 Service Offerings (continued)

3.9.3. Prepaid Calling Card Service (continued)

- H. Credit for failure of service shall also be allowed for failure of power, equipment, or systems, *which are provided for and are the responsibility of the Company* if such failures occur while a completed call is in progress.
- I. Credit allowances will not be given for interruptions that are due to the failure of power, equipment or systems not provided by the Company.
- J. Credit allowances will not exceed the issued card face value as shown in B. above.
- K. The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls cannot be completed.

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INTEREXCHANGE TARIFF

SECTION 4 - RATES

4.1 Switched 1+ Message Toll Service Rates

\$0.15 per minute

A \$9.95 per month per minute service charge applies.
Billed in one minute increments.

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INTEREXCHANGE TARIFF

SECTION 4 – RATES

4.2 800 / 888 (Inbound) Long Distance Service Rates

At the present time, the Company is not offering 800/888 (inbound) Long Distance Service but may do so in the future at which time it would send an update tariff to the AZ CC reflecting the changes to its services offering.

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INTEREXCHANGE TARIFF

SECTION 4 - RATES (continued)

4.3 Dedicated outbound WATS Service Rates

At the present time, the Company is not offering Dedicated Outbound WATS Service but may do so in the future at which time it would send an updated tariff to the AZ CC reflecting the changes to its services offering.

4.4 Dedicated Inbound 800/888 Service Rates

At the present time, the Company is not offering Dedicated Inbound 800/888 Service but may do so in the future at which time it would send an updated tariff to the AZ CC reflecting the changes to its services offering.

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INTEREXCHANGE TARIFF

SECTION 4 - RATES (continued)**4.6 Miscellaneous Charges****4.6.1 Special Promotions**

The company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will have specific starting and ending dates, and will be part of this tariff. In the event that the company offers such promotions, it would list any promotional rates on a revised tariff and such data would be included in section 4.5.

4.6.2 Directory Assistance

4.6.2.A The Company provides Directory Assistance as an ancillary service exclusively to its customers. Directory Assistance is accessible by dialing "1", the area code of the desired number and "555-1212".

Directory Assistance, per call: \$0.99

4.6.2.B Limitations

The following types of calls are not permitted for **Earth Telecom, Inc. 1+**, Dedicated, and Casual Calling long distance service(s):

- 4.6.2.B.1 Collect.
- 4.6.2.B.2 Billed to third number.
- 4.6.2.B.3 Person-to-person
- 4.6.2.B.4 Operator assisted
- 4.6.2.B.5 Mobile calls and
- 4.6.2.B.6 Calls to 900, 976, and 0+.

4.6.3 Late Payment Charges

Interest charges of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

4.6.4 Return Check Charges

A return check charge of \$20.00 will be assessed for checks returned for insufficient funds if the face value does not exceed \$400.00, or 5% if the value of the check if the face value exceeds \$400.00, whichever is greater.

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INTEREXCHANGE TARIFF

SECTION 4 - RATES (continued)

4.6 Miscellaneous Charges (continued)

4.6.5 Restoration of Service

A reconnection fee of \$25.00 per occurrence is charged when service is re-established for customers who had been temporarily disconnected for non-payment. Customers whom have been permanently disconnected sixty (60) days following the temporarily disconnected date for non-payment, and who have made, and/or failed to honor, payment arrangements with the Company will be required to reapply for service following full payment of all delinquent and overdue charges.

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INTEREXCHANGE TARIFF

SECTION 4 - RATES (continued)

4.7 Special Rates For The Hearing Disabled**4.7.1 Directory Assistance**

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with hearing, speech, or visually impaired disabilities. The Company shall charge (½) one-half the prevailing per call tariff rate for every call in excess of (50) fifty-directory assistance inquiries made within a monthly billing cycle.

4.7.2 Hearing and Speech Impaired Persons

Interstate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening, holiday, and night calls.

4.7.3 Telecommunications Relay Service

For intrastate toll calls received from the relay service, the Company will when billing the relay calls specifically discount each call by (50%) fifty-percent of the otherwise applicable rate. For a voice nonrelay call whenever either the calling or called party indicates one of the parties (either party) has both a hearing and visual impairment, the call shall be discounted by (60%) sixty-percent of the otherwise applicable rate of a voice nonrelay call.

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Attachment C
Affidavits of Publication

Applicant will submit Affidavits of Publication prior to the preparation and issuing of the Staffs report. Applicant is in the process of preparing the necessary paper work to submit publication in accordance to the Commission's rule and as listed on the Commission's website.

Attachment D

Financial Statements; Motion to File Under Seal

**BEFORE
THE STATE OF ARIZONA
CORPORATION COMMISSION**

**In the Matter of the Application of
Earth Telecom, Inc.
Of Public Convenience and
Necessity to Provide Resold Long
Distance Service throughout
The State of ARIZONA**

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Docket No. _____

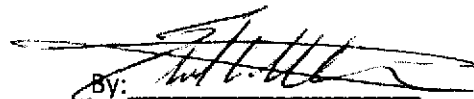
Motion for Proprietary Treatment

Applicant "Earth Telecom, Inc." hereby respectfully requests the Arizona Corporation Commission to grant this request of Proprietary Treatment of financials required by the Commission. The financial statements required by the Commission are considered proprietary in nature and trade secret, that if revealed to the public can be harmful to applicant's business. Applicant respectfully requests that these financials only be viewed by Commission or staff.

WHEREFORE, Applicant respectfully request that the Arizona Corporation Commission to grant this Motion for Protective Treatment with respect to the financial statements required.

Dated this 14th day of May, 2010

Respectfully Submitted,


By: _____

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